

IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

IN RE:

Financial Strategies Acquisition Corp.

85-1792560  
7503 Maribeth Drive  
Dallas, TX 75252

Debtor.

Case No.: 23-42345

Chapter: 11

DEBTOR'S APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT  
OF DEMARCO-MITCHELL, PLLC, AS COUNSEL FOR THE DEBTOR  
[11 U.S.C. § 327(a) AND FEDERAL RULE 2014(a)]

21-DAY NEGATIVE NOTICE

Your rights may be affected by the relief sought in this pleading. You should read this pleading carefully and discuss it with your attorney, if you have one in this bankruptcy case. If you oppose the relief sought by this pleading, you must file a written objection, explaining the factual and/or legal basis for opposing the relief.

No hearing will be conducted on this motion unless a written objection is filed with the Clerk of the United States Bankruptcy Court and served upon the party filing this pleading WITHIN TWENTY ONE (21) DAYS FROM THE DATE OF SERVICE shown in the certificate of service unless the court shortens or extends the time for filing such objection. If no objection is timely served and filed, this pleading shall be deemed to be unopposed, and the court may enter an order granting the relief sought. If an objection is filed and served in a timely manner, the court will thereafter set a hearing with appropriate notice. If you fail to appear at the hearing, your objection may be stricken. The court reserves the right to set a hearing on any matter.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Expansion Industries, LLC, Debtor and Debtor in possession in the above-styled and numbered case (the "Debtor"), and files this *Debtor's Application for Order Authorizing Employment of DeMarco-Mitchell, PLLC as Counsel for the Debtor* [11 U.S.C. § 327(a) and Federal Rule 2014(a)] (the "Application") by and through the undersigned attorney. By the

Application, the Debtor requests the entry of an order authorizing the Debtor to employ the firm of DeMarco-Mitchell, PLLC, ("**DM**") as general counsel for the Debtor effective **February 13, 2024**.

In support of the Application, the Debtor would respectfully show the Court as follows:

**I. JURISDICTION**

1. The Court has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. §1334(b) and the standing order of reference of the District Court. This matter is a core proceeding. 28 U.S.C. §157(b).

2. Venue in this Court is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein include §§ 105(a), 327 and 330 of 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**"), Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014 of the Local Rules of Bankruptcy Procedure for the Northern District of Texas.

**II. BACKGROUND**

4. This case was commenced by the filing of a voluntary petition under Chapter 11 of the United States Bankruptcy Code on **December 6, 2023**, (the "**Petition Date**").

5. No trustee or creditors' committee have been appointed.

6. Debtor's original counsel, Eric A. Liepins is leaving the private practice of law and will no longer be able to assist the Debtor with its Chapter 11 bankruptcy case.

7. Mr. Liepins, with the consent of the Debtor, filed a *Motion to Substitute Counsel of Record* [Docket Entry No. 55] on **February 13, 2024** ("**Motion to Substitute**"). Robert DeMarco has agreed to succeed Mr. Liepins as counsel of record for the Debtor.

8. The Court entered an order granting the Motion to Substitute on February 28, 2024 [Docket Entry No. 74].

### III. RELIEF REQUESTED

9. The Debtor desires to hire DM as counsel to perform extensive legal services as more fully set forth in paragraph 11 herein. The shareholders and/or associates of DM who will be engaged in these proceedings are duly admitted to practice before this Court.

10. The Debtor selected as its attorney the law firm of DM because the firm has experience and knowledge in the field of debtors' and creditors' rights and because it has handled numerous bankruptcy cases and proceedings. Accordingly, Debtor believes DM is qualified to represent it in these proceedings.

11. Subject to the control and further order of this Court, DM will be required to render the following services to the Debtor:

a. To take all necessary action to protect and preserve the Estate, including the prosecution of actions on its behalf, the defense of any actions commenced against it, negotiations concerning all litigation in which it is involved, and objecting to claims;

b. To prepare on behalf of the Debtor all necessary motions, applications, answers, orders, reports, and papers in connection with the administration of the estate herein;

c. To formulate, negotiate, and propose a plan of reorganization; and

d. To perform all other necessary legal services in connection with these proceedings.

12. DM has indicated a willingness to act on the Debtor's behalf.

13. Pursuant to the provisions of Bankruptcy Rule 2014(a), the Declaration of Robert T. DeMarco is attached hereto as **Exhibit "A"**. Except as may be stated herein and in the declaration of Mr. DeMarco, DM, its associates, shareholders, and other members, to the best of

the Debtor's knowledge, DM: (a) does not hold or represent any material interest adverse to the Debtor or the bankruptcy estate; and (b) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. Moreover, the Debtor believes the employment of DM is necessary and in the best interest of the Debtor and the bankruptcy estate.

14. The Debtor desires to employ DM on an hourly basis for actual and necessary services rendered by DM, based upon the time, the nature, the extent, and the value of said services, in accordance with the firm's usual rates for the cost of comparable services other than in a case under Chapter 11, together with any reimbursement of the firm's actual and necessary expenses. The current rates effective on **January 1, 2024**, of the firm are set out in the schedule attached hereto as **Exhibit "B"**. The Disclosure of Compensation of Attorney for Debtor required by Bankruptcy Rule 2016(b) is attached hereto as **Exhibit "C"**.

**WHEREFORE, PREMISES CONSIDERED**, the Debtor respectfully requests that, subject to the entry of an order granting the Motion to Substitute, it be authorized to employ and retain the law firm of DeMarco-Mitchell, PLLC, in this case under Chapter 11 of the United States Bankruptcy Code; and for such other and further relief as this Court might deem just and proper.

Respectfully submitted,

Dated: **March 11, 2024**

*/s/ Robert T. DeMarco*

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

12770 Coit Road, Suite 850

Dallas, TX 75251

T 972-991-5591

F 972-346-6791

***Proposed Counsel for Debtor and Debtor-in-Possession***

**CERTIFICATE OF SERVICE**

The undersigned counsel hereby certifies that true and correct copies of the foregoing pleading and all attachments were served upon all parties listed below in accordance with applicable rules of bankruptcy procedure on this **11<sup>th</sup> day of March, 2024**. Where possible, service was made electronically via the Court's ECF noticing system or via facsimile transmission where a facsimile number is set forth below. Where such electronic service was not possible, service was made via regular first class mail.

**DEBTOR**

**Financial Strategies Acquisition Corp**  
7503 Maribeth Drive  
Dallas, TX 75252

**TRUSTEE**

**Office of the United States Trustee**  
110 North College Avenue, Room 300  
Tyler, Texas 75702

**ADDITIONAL PARTIES IN INTEREST AND/OR PARTIES REQUESTING NOTICE**

**SEE ATTACHED MATRIX**

/s/ Robert T. DeMarco

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

12770 Coit Road, Suite 850

Dallas, TX 75251

T 972-991-5591

F 972-346-6791

**EXHIBIT “A”**

**IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

**IN RE:**

**Financial Strategies Acquisition Corp.**

85-1792560  
7503 Maribeth Drive  
Dallas, TX 75252

**Debtor.**

**Case No.: 23-42345**

**Chapter: 11**

**DECLARATION OF ROBERT T. DEMARCO IN SUPPORT OF  
DEMARCO·MITCHELL, PLLC, AS COUNSEL FOR THE DEBTOR  
[11 U.S.C. § 327(a) AND FEDERAL RULE 2014(a)]**

I, **Robert T. DeMarco**, hereby state that I am over eighteen (18) years of age, of sound mind, qualified and competent in all respects to make this Declaration, and do so of my own personal knowledge, and further state the following:

**A. Background**

1. I am an attorney at law admitted to practice in the State of Texas and the Federal District Courts for the Northern and Eastern Districts of Texas. I am a member of the law firm of DeMarco·Mitchell, PLLC ("**DM**"), which firm maintains offices for the practice of law at 12770 Coit Road, Suite 850, Dallas, TX 75251.

2. DM, its associates, shareholders, and other members, to the best of my knowledge, do not have any connection with the Debtor, its creditors or any other party in interest, its respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee.

**B. Disinterestedness**

3. Except as otherwise stated herein, to the best of my knowledge, neither I nor any employee of DM have any connection with the Debtor, its known secured, priority and unsecured creditors, or any other parties in interest or their respective attorneys or accountants.

4. To the best of my knowledge, DM is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that DM:

- a. is not a creditor, equity security holder or insider of the Debtor;
- b. is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the Debtor; and
- c. does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

5. To the best of my knowledge DM neither holds nor represents an interest adverse to the Debtor within the meaning of section 327(a) of the Bankruptcy Code, except as otherwise set forth herein.

6. Neither DM, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with this bankruptcy case, other than as permitted by the Bankruptcy Code. DM has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) respecting the sharing of compensation among DM’s partners.



7. If any new and relevant facts or relationships are discovered or arise, DM will promptly file a supplemental affidavit or declaration in accord with Bankruptcy Rule 2014(a).

**C. Qualifications**

8. DM has experience and knowledge in the field of bankruptcy and insolvency law. Personally, I have over 35 years of experience in these areas and am well-qualified to assist the Debtor with such needs.

9. Personally, I hold a Bachelor of Arts in Political Science, and Political Philosophy, from Syracuse University (1984). I also hold a Juris Doctor, from Pepperdine University School of Law (1988).

10. Both I and DM have indicated a willingness to act on behalf of the Debtor and to subject ourselves to the jurisdiction and supervision of this Court.

**D. Scope of Representation**

11. DM anticipates providing the following services to the Debtor subject to further order of the Court:

- a. To take all necessary action to protect and preserve the Estate, including the prosecution of actions on its behalf, the defense of any actions commenced against it, negotiations concerning all litigation in which it is involved, and objecting to claims;
- b. To prepare on behalf of the Debtor all necessary motions, applications, answers, orders, reports, and papers in connection with the administration of the estate herein;
- c. To formulate, negotiate, and propose a plan of reorganization; and

d. To perform all other necessary legal services in connection with these proceedings.

**E. Compensation and Reimbursement of Expenses**

12. DM commenced representation of the Debtor on **February 13, 2024**. DM did not request or receive a post-petition retainer.

13. Pursuant to 11 U.S.C. §329(a) and Federal Rule of Bankruptcy Procedure 2016(b), I certify that DM are the attorneys for the above-named debtor and that compensation paid to DM within one year before the filing of the petition in bankruptcy, or agreed to be paid to DM, for services rendered on behalf of the debtor in contemplation or in connection with the bankruptcy case is as disclosed above.

**F. Verification**

14. In accordance with the provisions of 28 U.S.C § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: **March 11, 2024**

/s/ Robert T. DeMarco  
**Robert T. DeMarco**

# **EXHIBIT “B”**

**DEMARCO • MITCHELL, PLLC**

12770 Coit Road, Suite 850  
Dallas, TX 75251

**RATE SCHEDULE**

<b>ATTORNEY</b>	<b>RATE / HOUR</b>
Robert T. DeMarco	\$300.00
Michael S. Mitchell	\$275.00
<b>PARALEGAL</b>	
Barbara Drake	\$125.00

# **EXHIBIT "C"**

IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

IN RE:

**Financial Strategies Acquisition Corp.**  
85-1792560  
7503 Maribeth Drive  
Dallas, TX 75252

**Debtor.**

**Case No.: 23-42345**

**Chapter: 11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY**  
**[11 U.S.C. § 329(a)]**

Pursuant to 11 U.S.C. § 329(a) and Rule 2016(b) of the Federal Rules of Bankruptcy Procedure, I certify that as of **February 13, 2024**, I have agreed to represent the above named debtor and that compensation paid to me or my law firm within one (1) year before the petition in bankruptcy, or agreed to be paid to me or my firm, for services ("**Services**") rendered or to be rendered on behalf of the above referenced debtor in contemplation of or in connection with the bankruptcy case is as follows:

**Prepetition Services:** DeMarco Mitchell, PLLC, ("**DM**") did not represent the Debtor prior to the commencement of the case *sub judice* ("**Petition Date**").

**Retainer:** DM did not request or receive a post-petition retainer.

**Post-petition Services:** DM has agreed to accept payment on an hourly basis plus costs for postpetition services subject to approval by this Court.

**Sharing of Compensation:** DM has not agreed to share the above disclosed compensation with any other person unless they are members or associates of DM.

**CERTIFICATION**

I hereby certify that the foregoing is a complete statement of any agreement or arrangement for payment to me or DM for representation of the Debtor in the above referenced bankruptcy case.

Respectfully submitted,

Dated: **March 10, 2024**

/s/ Robert T. DeMarco

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

12770 Coit Road, Suite 850

Dallas, TX 75251

T 972-991-5591

F 972-346-6791

***Proposed Counsel for Debtor and Debtor-in-Possession***

**CERTIFICATION**

I hereby certify that the foregoing is a complete statement of any agreement or arrangement for payment to me or DM for representation of the Debtor in the above referenced bankruptcy case.

Respectfully submitted,

Dated: **March 10, 2024**

/s/ Robert T. DeMarco

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

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***Proposed Counsel for Debtor and Debtor-in-Possession***



Label Matrix for local noticing  
0540-4

Case 23-42345

Eastern District of Texas

Sherman

Sun Mar 10 21:31:29 CDT 2024

Cicero Transact Group, Inc.  
1858 Pleasantville Rd., Ste. 110  
Briarcliff Manor, NY 10510-1025

Delaware Secretary of State  
401 Federal St., Ste. 3  
Dover, DE 19901-3639

Fleishman Sociedade De Advogados  
Rua Batataes 460, Slas 22  
Jardim Paulista  
Sao Paulo SE cep: 01423-010  
Brazil

Maverick Financial Advisors, LLC  
7503 Maribeth Dr.  
Dallas, TX 75252-6819

Shaolin Capital Management, LLC  
c/o Wick Phillips Attn: Jason Rudd  
3131 McKinney Ave.  
Suite 500  
Dallas, TX 75204-2441

Agellanm Commerical REIT US Lp  
101 E Old Settlers Blvd  
Round Rock, TX 78664-2268

CALIENTE MANAGEMENT L L C  
2626 Cole Ave, Ste.300  
Dallas, TX 75204-1094

Cicero Transact Group, Inc.  
1858 Pleasantville Road, Suite 10510-1025

Continental Stock Transfer & Trust Co.  
One State Street Plaza, 30th Floor  
New York, NY 10004-1571

Broadridge res  
PO Box 416423

Boston, MA 02241-6423

Cision US Inc.  
12051 Indian Creedk Ct.  
Beltsville, MD 20705-1261

FSC Sponsor LLC  
c/o Celtic Asset & Equity Partneers, Ltd  
2626 Cole Ave., Ste. 300  
Dallas, TX 75204-1094

Grant Thornton LLP  
2001 Market St.  
Two Commerce Squiare, Ste. 700  
Philadelphia, PA 19103

Morrow Sodali LLC  
333 Ludlow St., 5th Fl.  
South Tower  
Stamford, CT 06902-6991

Spring Creek Capital LLC  
4111 East 37th Street North  
Wichita, KS 67220-3203

(p)BROADRIDGE FINANCIAL SOLUTIONS  
1155 LONG ISLAND AVENUE  
EDGEWOOD NY 11717-8309

CICERO TRANSACT GROUP, INC.  
1858 PLEASANTVILLE RD, STE 110  
Croton Falls, NY 10519

Cision us Inc.  
12051 Indian Creek Court 20705-1261

EAGLE POINT CORE INCOME FUND LP  
C/O EAGLE POINT CREDIT MANAGEMENT LLC  
600 STEAMBOAT RD STE 202  
Greenwich, CT 06830-7181

Celtic Asset & Equity Partners, Ltd.  
2626 Cole Ave. Ste. 300  
Dallas, TX 75204-1094

Continental Stock Transfer & Trust Co.  
One State Street Plaza  
30th Fl  
New York, NY 10004-1571

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Dallas, TX 75252-6819

Haynes & Boone, LLP  
P.O. Box 841399  
Dallas, TX 75284-1399

Periscope Capital Inc.  
333 Bay St. Suite 1240  
Toronto Canada

Plano - U. S. Bankruptcy Court  
Suite 300B  
660 North Central Expressway  
Plano, TX 75074-6795

Broadridge res  
P.O. BOX 416423  
Boston, MA 02241-6423

Celtic Asset & Equity Partners, Ltd.  
2626 Cole Avenue, Suite 75204-1094

Cision us Inc.  
12051 Indian Creek Court  
Beltsville, MD 20705-1261

FRIO INVESTMENTS L L C  
2626 COLE AVE STE 300  
Garland, TX 75041

FSC Sponsor LLC  
c/o Celtic Asset & Equity Partners, Ltd.  
2626 Cole Avenue, Suite 75204-1094

GREENTREE FINANCIAL GROUP, INC  
7951 SW 6TH ST STE 216  
Fort Lauderdale, FL 33324-3276

GREGORY GAYLOR TRUSTEE  
THE WILLIAM C GAYLOR & DOROTHY J  
GAYLOR REV TRUST  
Dallas, TX 75248-4331

Grant Thornton LLP  
2001 Market Street  
Two Commerce Square, Suite 700  
19103-7065

Gregory A. Gaylor, Trustee  
7503 Maribeth Drive 75252-6819

Gregory A. Gaylor, Trustee  
7503 Maribeth Drive  
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Haynes and Boone, LLP  
P.O. Box 841399  
75284-1399

I-BANKERS SECURITIES INC  
1208 SHADY LN N  
Keller, TX 76248-2733

Internal Revenue Service  
Centralized Insolvency Operation  
Post Office Box 7346  
19101-7346

Internal Revenue Service  
Centralized Insolvency Operation  
Post Office Box 7346  
Philadelphia, PA 19101-7346

JAMES D. STORY,  
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Boerne, TX 78006-8273

JAMES HOPKINS  
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Boca Raton, FL 33432-1994

James D. Story  
338 Silent Spring Road  
Boerne, TX 78006-8273

Maverick Financial Advisors, LLC  
7503 Maribeth Drive 75252-6819

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Towe 0690

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Towe  
Stamford, CT 06902-6987

Mr. Emil Assentato  
141 Piping Rock Road  
02241-6423

Mr. Emil Assentato  
141 Piping Rock Road  
Boston, MA 02241-6423

PCT PARTNERS LLC  
C/O EAGLE POINT CREDIT MANAGEMENT LLC  
600 STEAMBOAT RD STE 202  
Greenwich, CT 06830-7181

R DOUGLAS ARMSTRONG PHD  
1515 N FEDERAL HWY STE 300  
Boca Raton, FL 33432-1994

ROBERT D KEYSER JR  
1515 N FEDERAL HWY STE 300  
33432-1994

ROBERT D KEYSER JR  
1515 N FEDERAL HWY STE 300  
Boca Raton, FL 33432-1994

Reliant CPA, P.C.  
895 Dove Street, Suite 92660-2996

Reliant CPA, P.C.  
895 Dove Street, Suite 300 #300180  
Newport Beach, CA 92660-2996

SEA OTTER SECURITIES GROUP LLC  
107 GRAND ST FL 7  
Dallas, TX 75204-1094

SIXTH BOROUGH CAPITAL FUND LP  
1515 N FEDERAL HWY STE 300  
Boca Raton, FL 33432-1994

Temmelig Investor LLC  
c/o Celtic Asset & Equity Partners, Ltd.  
75204

Temmelig Investor LLC  
c/o Celtic Asset & Equity Partners, Ltd.  
Dallas, TX 75204

Toppan Merrill LLC  
PO Box 60674-7295

Toppan Merrill LLC  
PO Box 74007295  
Chicago, IL 60674-7295

US Trustee  
Office of the U.S. Trustee  
110 N. College Ave.  
Suite 300  
Tyler, TX 75702-7231

Darren Ryemill  
West View House  
15 Church Lane  
Bristol BS376NB United Kingdom  
Old Sadbury

Emil Assentato  
141 Piping Rock Rd.  
Boston, MA 02241-6423

Gregory A. Gaylor  
7503 Maribeth Dr.  
Dallas, TX 75252-6819

James Khurshid  
Beams End  
Old Brighton Road  
Pease Pottage, West Sussex RH11 9AJ  
United Kingdom

Robert DeMarco III  
Robert Demarco  
12770 Coit Road  
Suite 850  
Dallas, TX 75251-1364

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

Broadridge Financial Solutions  
1155 long Island Avauue  
Edgewood, NY 11717

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)AGELLAN COMMERCIAL REIT U.S. L.P.

(u)Clear Street LLC

(u)K3E SPAC Arbitrage Fund, L.P.

(u)Austin Bio-Sciences Inc

(d)Celtic Asset & Equity Partners, Ltd.  
2626 Cole Avenue, Suite 300  
Dallas, TX 75204-1094

(u)Darren Ryemill  
West View House  
15 Church Lane Old Sadbury Bristol BS376

(d)Delaware Secretary of State  
401 Federal St. Suite 3  
Dover, DE 19901-3639

(u)Fleishman Sociedade De Advogados  
Rua Batataes 460, Sala 22  
Jardim Paulista Sao Paulo SP cep: 01423-

(d)Haynes and Boone, LLP  
P.O. Box 841399  
Dallas, TX 75284-1399

(u)James D. Story  
338 Silent Spring Road  
79006

(u)Jamie Khurshid  
Beams End, Old Brighton Road  
Pease Pottage, West Sussex RH11 9AJ Unit

(d)Maverick Financial Advisors, LLC  
7503 Maribeth Drive  
Dallas, TX 75252-6819

(d)James D. Story  
338 Silent Spring Rd.  
Boerne, TX 78006-8273

End of Label Matrix  
Mailable recipients 65  
Bypassed recipients 13  
Total 78